

SHEFFIELD TEACHING HOSPITALS NHS FOUNDATION TRUST

EXECUTIVE SUMMARYREPORT TO THE BOARD OF DIRECTORS MEETING27TH FEBRUARY 2013

Subject	Review of Trust Constitution
Supporting TEG Member	Neil Riley, Trust Secretary
Author	Andy Challands, Assurance Manager
Status¹	A

PURPOSE OF THE REPORT

To seek TEG approval for drafts of Version 3 of the Trust's Constitution and supporting governance documents, prior to submission to the Council of Governors and Monitor for approval.

KEY POINTS

- In July 2012 TEG and the Board approved proposals to undertake a thorough review and a timetabled programme of phased re-drafts of the Trust's constitution.
- The Trust Constitution Review Steering Group (TCRSG), a joint task-and-finish committee of the Board and the Council of Governors, was established to provide oversight of the review process and to approve all re-drafts of the Constitution and relevant complementary documents prior to approval by TEG, the Board of Directors, the Council of Governors and Monitor.
- The first phase of the programme, to review and redraft the original Constitution to ensure compliance with provisions of the Health and Social Care Act that came into force from 1st October 2012 under Commencement Order 2 was completed and approved by the Trust in November 2012. Following on, Version 2 of the Constitution was sent to Monitor. Pending further non material amendments, approval by Monitor is anticipated.
- The second phase of the programme to redraft Version 2 using Monitors Model Core Constitution has been completed. This has entailed further significant review and amendment of some provisions of the Trust's constitution as well as a number of key supporting documents to ensure internal coherence of the Trust's governance arrangements.
- TCRSG has approved:
 - Enclosure A: Version 3 of the Constitution incorporating the Standing Orders of the Council of Governors and the Standing Orders of the Board of Directors
 - Enclosure B: Terms of Reference of the Council of Governors (including Lead Governor Role)
 - Enclosure C: Terms of Reference of the Council of Governors' Nominations and Remuneration Committee
 - Enclosure D: Terms of Reference of the Board of Directors' Nominations and Remuneration Committee
 - Enclosure E: Senior Independent Director Role Description
 - Enclosure F: Governor Role Description

To facilitate approval, a cover sheet summarising the main changes between versions is attached (except for the Senior Independent Director Role Description and Governor Role Description which are new documents).
- Also included is Enclosure G which is a summary chart showing progress with the Constitution Review project.
- Subject to approval by the Board of Directors, Version 3 of the Constitution and supporting governance documents will be considered at an extra-ordinary meeting of the Council of Governors meeting on 18 March 2013, before submission of the Constitution to Monitor for final approval.

IMPLICATIONS

AIM OF THE STHFT CORPORATE STRATEGY 2012-2017		TICK AS APPROPRIATE
1	Deliver the Best Clinical Outcomes	X
2	Provide Patient Centred Services	X
3	Employ Caring and Cared for Staff	X
4	Spend Public Money Wisely	X
5	Deliver Excellent Research, Education & Innovation	X

RECOMMENDATIONS

The Board of Directors is asked to **APPROVE** the drafts of Version 3 of the Trust's Constitution and supporting governance documents prior to submission to the Council of Governors and Monitor for approval, as appropriate, and to **NOTE** progress with the project.

APPROVAL PROCESS

Meeting	Date	Approved Y/N
Trust Constitution Review Steering Group	08/02/2013	Y
TEG	20/02/2013	Y